

Ratiner Boris
Form 4
May 17, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Ratiner Boris

(Last) (First) (Middle)
18375 VENTURA BLVD., #552
(Street)

TARZANA, CA 91356

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Trist Holdings, Inc. [TRHI.OB]

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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	Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Ar Nu Sh
			Code	V				
Super-Voting Common Stock	<u>(1)</u>	05/13/2010	J ⁽¹⁾		5,831,407	<u>(1)</u>	<u>(1)</u>	Common Stock 2
Warrant to Purchase Super-Voting Common Stock	<u>(2)</u>	05/13/2010	J ⁽²⁾		1,345,709	<u>(2)</u>	02/05/2013	Common Stock 6
Warrant to Purchase Super-Voting Common Stock	<u>(2)</u>	05/13/2010	J ⁽²⁾		4,485,698	<u>(2)</u>	03/15/2015	Common Stock 2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ratiner Boris 18375 VENTURA BLVD., #552 TARZANA, CA 91356		X		

Signatures

/s/ Boris Ratiner 05/17/2010

 **Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Reporting Person obtained the securities pursuant to the closing of transactions contemplated under an Agreement and Plan of Merger dated March 26, 2010. The securities are convertible at a rate of 50 shares of Common Stock for each share of Super-Voting Common Stock, automatically upon the filing and acceptance of an amendment to the Issuer's Certificate of Incorporation effecting a 1-for-200 reverse stock split of the Common Stock.

(2) The Reporting Person obtained the warrant pursuant to the closing of transactions contemplated under an Agreement and Plan of Merger dated March 26, 2010. The shares of Super-Voting Common Stock issuable upon exercise of the warrant are convertible at a rate of 50 shares of Common Stock for each share of Super-Voting Common Stock, automatically upon the filing and acceptance of an amendment to the Issuer's Certificate of Incorporation effecting a 1-for-200 reverse stock split of the Common Stock. The warrant is fully exercisable and has a term of 5 years.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.